

Announcement Summary

Entity name

DOWNER EDI LIMITED

Date of this announcement

Thursday September 10, 2026

The +securities the subject of this notification are:

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
DOWAC	PERFORMANCE RIGHTS	843,077	04/09/2026

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of entity

DOWNER EDI LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ABN

Registration number

97003872848

1.3 ASX issuer code

DOW

1.4 The announcement is

New announcement

1.5 Date of this announcement

10/9/2026

Part 2 - Issue details

2.1 The +securities the subject of this notification are:

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

has an existing ASX security code ("existing class")

Part 3B - number and type of +securities the subject of this notification (existing class) where issue has not previously been notified to ASX in an Appendix 3B

ASX +security code and description

DOWAC : PERFORMANCE RIGHTS

Date the +securities the subject of this notification were issued

4/9/2026

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class

Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?

Yes

Provide details of the KMP or +associates being issued +securities.

Name of KMP	Name of registered holder	Number of +securities
Peter John Tompkins	CPU Share Plans Pty Ltd (Trustee of the Downer EDI Limited Deferred Employee Share Plan)	101,656
Malcolm Robert Ashcroft	CPU Share Plans Pty Ltd (Trustee of the Downer EDI Limited Deferred Employee Share Plan)	50,574

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

The scheme grants performance rights to participants for the deferred component of performance achieved under the 2026 STI Plan, each representing a right to one ordinary share, comprising two equal tranches:

- 50% for which a 12-month continued employment condition and board approval applies; and
- 50% for which a 24-month continued employment condition and board approval applies.

Any other information the entity wishes to provide about the +securities the subject of this notification
Issue details
Number of +securities

843,077

Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this notification, the +securities of the entity will comprise:

The figures in parts 4.1 and 4.2 below are automatically generated and may not reflect the entity's current issued capital if other Appendix 2A, Appendix 3G or Appendix 3H forms are currently with ASX for processing.

4.1 Quoted +securities (Total number of each +class of +securities issued and quoted on ASX)

ASX +security code and description	Total number of +securities on issue
DOW : ORDINARY FULLY PAID	659,010,687

4.2 Unquoted +securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
DOWAC : PERFORMANCE RIGHTS	5,511,050

Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

No

5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

No

5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No